Hearing Date and Time: May 29, 2008 at 10:00 a.m. Objection Deadline: May 22, 2008 at 4:00 p.m.

SEYFARTH SHAW LLP

1545 Peachtree Street, Suite 700 Atlanta, Georgia 30309 (404) 885-1500 Paul M. Baisier (PB 8927)

-and-

SEYFARTH SHAW LLP

620 Eighth Avenue New York, New York 10018 Tel: 212-218-5500 Robert W. Dremluk (RD 3109)

Attorneys for Fujikura America, Inc.

UNITED STATES BANKRUPTCY C SOUTHERN DISTRICT OF NEW YO	ORK	
In re:)	Chapter 11
DELPHI CORPORATION, et al.)	Case No. 05-44481 (RDD)
Debtors.))	(Jointly Administered)
	X	

FUJIKURA AMERICA, INC.'S RESPONSE TO THE DEBTORS' (I) OMNIBUS OBJECTION PURSUANT TO CONFIRMATION ORDER, 11 U.S.C. §§ 105(a), 365, AND FED. R. BANKR. P. 9014 REGARDING CURE PROPOSALS SUBMITTED UNDER ARTICLE 8.2(b) OF DEBTORS' PLAN OF REORGANIZATION AND (II) REQUEST FOR ORDER PROVISIONALLY ALLOWING CERTAIN CURE PROPOSALS

Fujikura America, Inc. ("<u>Fujikura</u>"), through its undersigned counsel, hereby files

Fujikura's Response ("<u>Response</u>") to the Debtors' (I) Omnibus Objection Pursuant to

Confirmation Order, 11 U.S.C. §§ 105(a), 365, and Fed. R. Bankr. P. 9014 Regarding Cure

Proposals Submitted Under Article 8.2(b) of Debtors' Plan of Reorganization and (II) Request

for Order Provisionally Allowing Certain Cure Proposals (the "<u>Omnibus 8.2(b) Cure</u>

Objection"), and to the Debtors' associated "Notice of Objection to Cure Proposal", dated April 24, 2008 and addressed to Fujikura.

In support of its Response, Fujikura states as follows:

I. BACKGROUND

- 1. Delphi Corporation and its related domestic entities (collectively, the "<u>Debtors</u>") commenced their bankruptcy cases under Chapter 11 of title 11, United States Code (the "<u>Bankruptcy Code</u>") on October 8 and 14, 2005 (the "<u>Filing Dates</u>"). No trustee or examiner has been appointed in these cases, and the Debtors remain in possession.
- 2. On or about December 10, 2007, Debtors purportedly served a Notice of Cure

 Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under

 Plan of Reorganization (the "Notice of Cure") on Fujikura.
- 3. Fujikura properly and timely submitted its completed Notice of Cure to Debtors' administrator, Kurtzman Carson Consultants LLC, by the January 11, 2008 deadline.
- 4. Debtors did not object to the form or substance of Fujikura's submission of its completed Notice of Cure.
- 5. However, the Notice of Cure failed to list several executory contracts with Fujikura that should have been listed.
- 6. As a result, on or about January 10, 2008, Fujikura filed its Limited Objection to Confirmation of the Plan of Reorganization (the "<u>Limited Objection</u>"). The Limited Objection identified several open prepetition executory contracts between Debtors and Fujikura that were not included in the Cure Notice but that had unpaid prepetition amounts associated with them.

7. Specifically, the Limited Objection noted that the Notice of Cure failed to list (and provide cure amounts for) the following eight (8) open prepetition purchase orders between Fujikura and Debtors:

PO# 550028999 PO# 550053057 PO# 550143952 PO# 550079361 PO# 550143952 PO# 550054621 PO# 550069721 PO# 550029000

- 8. Subsequently, in an attempt to resolve Fujikura's Limited Objection, Debtors and Fujikura exchanged communications and documents regarding the eight (8) executory contracts that were not included in the Notice of Cure.
- 9. Based on the communications with the Debtors, as well as a review of Fujikura's records, Fujikura determined that the following three (3) prepetition executory contracts that were not included in the Notice of Cure have outstanding prepetition obligations that must be cured in order for same to be assumed (the "Additional Outstanding Executory Contracts":

Contract/PO#	Cure Amount Owed
PO#550028999	\$25,974.00
PO#550029000	\$1,166.20
PO#550079361	\$3,341.25

- 10. Pursuant to the terms of the Disclosure Statement and the Plan of Reorganization, the Debtors are to assume all executory contracts not otherwise rejected. Accordingly, Fujikura understands that all executory contracts with Debtors will be assumed, and thus all defaults under same must be cured.
- 11. On or about January 25, 2008, the Court entered an order confirming Debtors' Plan of Reorganization (the "Confirmation Order").

- 12. Article 8.2(b) of the confirmed Plan of Reorganization (the <u>Plan</u>") provides, in pertinent part: "Any party to an Other Executory Contract . . . who wishes to assert that Cure shall be required as a condition to assumption shall file and serve a proposed Cure Claim so as to be received by the Debtors or Reorganized Debtors, as applicable, and their counsel at the address set forth in Article 14.8 hereof within 45 days after entry of the Confirmation Order (the "<u>Cure Claim Submission Deadline</u>"), after which the Debtors or Reorganized Debtors, as the case may be, shall have 45 days to file any objections thereto."
- 13. On March 7, 2008, Fujikura timely filed its "Cure Claim Pursuant to Section 8.2(b) of Confirmed Plan" (the "Fujikura Cure Claim") before the Cure Claim Submission Deadline.
- 14. The Fujikura Cure Claim itemized the following Additional Outstanding

 Executory Contracts (and the associated cure amounts for each contract) between Debtors and

 Fujikura that were not included in the Notice of Cure sent to Fujikura and remain outstanding:

Contract/PO#	Cure Amount Owed
PO#550028999	\$25,974.00
PO#550029000	\$1,166.20
PO#550079361	\$3,341.25

15. Fujikura requested that the Debtors cure defaults under the three (3) Additional Outstanding Executory Contracts by paying the indicated amounts. Also, Fujikura requested that the payment of the cure amounts be made in cash as soon as reasonably practicable after the Effective Date (as defined by the Plan), but in any event no later than 30 days after the Effective Date.

Additional information regarding these amounts are included in the timely field Proof of Claim of Fujikura. These amounts are in addition to the amounts requested under the response filed by Fujikura to the Notice of Cure.

- 16. On or about April 24, 2008, which was forty-eight (48) days after Fujikura filed its Fujikura Cure Claim, Debtors filed its Omnibus 8.2(b) Objection.
- 17. In Debtors' Omnibus 8.2(b) Objection, Debtors objected to the Fujikura Cure Claim by stating that the amounts asserted did not match the Debtors' books and records.
- 18. Debtors concede that of the asserted total additional cure amount of \$30,481.45, \$22,518.00 should be permitted as the modified amount. Therefore, Debtors are objecting to Fujikura's request for cure of contracts totaling \$7,963.45.
- 19. Debtors did not submit or reference any evidence to support their objection and did not address the documents and communications previously exchanged by Fujikura with Debtors' counsel.

II. THERE IS NO BASIS TO SUPPORT DEBTORS' OBJECTION TO THE FUJIKURA CURE CLAIM

20. After review of the Debtors' Omnibus 8.2(b) Objection and prior communications and exchanged documents with Debtors' counsel, it appears Debtors object to the Fujikura Cure Claim as follows:

Contract/PO#	Cure Amount Sought	Summary of Debtors' Objection
PO#550028999	\$25,974.00	Reduce by \$3,456 for Invoice Q1120104
		because the product was returned
PO#550029000	\$1,166.20	Eliminate because Invoices 102005QG and
		26-DE029 were paid in full.
PO#550079361	\$3,341.25	Eliminate because it was paid in full.

21. Each of Debtors' objections are incorrect.

A. PO#550028999

22. Debtors do not object to curing this contract in entirety. Rather, based on prior communications with Debtors' counsel, Debtors object to the cure of one of the invoices under

PO#550028999. Specifically, Debtors contend that Invoice Q1120104 should not be subject to cure because the product was returned to Fujikura.

- 23. However, Debtors' own records confirm that the product that the Debtors' allege was returned was (a) not a product of Fujikura; and (b) returned to a third party named Krah.

 Attached as Exhibit A is the Purchased Material Rejection Report forwarded to Fujikura by Debtors, along with a cover e-mail from Fujikura.
- 24. Accordingly, Debtors' books and records are incorrect. Invoice Q1120104 is subject to cure and PO#550028999 should be cured for the total amount of \$25,974.00.

B. PO#550029000

- 25. Debtors object to curing this contract in its entirety. Based on prior communications with Debtors' counsel, Debtors assert that the invoices under this contract (Invoice 102005QG and Invoice 26-DE029) were paid in full.
- 26. Fujikura admits that the amounts owed under Invoice 102005QG were paid in full.
- 27. However, a balance of \$1166.20 remains under Invoice 26-DE029, and therefore, PO#550029000 remains subject to cure. Attached as Exhibit B is Fujikura's records showing that of the \$8,616.96 owing on Invoice 26-DE029, only \$7,450.76 was paid by Debtors, with the balance of \$1,166.20 written off by Fujikura for internal record-keeping purposes only.
- 28. Accordingly, Debtors' books and records are incorrect. Invoice 26-DE029 remains subject to cure and PO#550029000 should be cured for the total amount of \$1166.20.

C. PO#550079361

- 29. Debtors object to curing this contract in its entirety. Based on prior communications with Debtors' counsel, Debtors assert that the invoice under this contract (Invoice QF100505, in the amount of \$3,341.25) was paid in full.
- 30. However, Fujikura was never paid for this contract. Attached as <u>Exhibit C</u> are Fujikura's records showing that Fujikura was never paid for Invoice QF100505.
- 31. Accordingly, Invoice QF100505 remains subject to cure and PO#550079361 should be cured for the total amount of \$3,341.25.

III. DEBTORS DID NOT TIMELY FILE THE OMNIBUS 8.2 OBJECTION

- 32. Fujikura timely filed the Fujikura Cure Claim on March 7, 2008.
- 33. Debtors filed its Omnibus 8.2(b) Objection on April 24, 2008, forty-eight (48) days after the filing of the Fujikura Cure Claim.
- 34. Article 8.2(b) of the Plan states: "Any party to an Other Executory Contract . . . who wishes to assert that Cure shall be required as a condition to assumption shall file and serve a proposed Cure Claim so as to be received by the Debtors or Reorganized Debtors, as applicable, and their counsel at the address set forth in Article 14.8 hereof within 45 days after entry of the Confirmation Order (the "Cure Claim Submission Deadline"), after which the Debtors or Reorganized Debtors, as the case may be, shall have 45 days to file any objections thereto." (Emphasis added.)
- 35. Accordingly, the Omnibus 8.2(b) Objection is ineffective as it related to the Fujikura Cure Claim. Therefore, the Fujikura Cure Claim is required to be paid, in cash, under 11 U.S.C. § 365.

36. Fujikura expressly reserves its rights to supplement and modify this Response as well as the Fujikura Cure Claim. This Response is filed as it relates to the Fujikura Cure Claim and the rights derived thereunder. Nothing contained herein should be construed as a waiver of Fujikura with respect to any other rights.

WHEREFORE, Fujikura respectfully requests that this Court enter an order:

- (a) holding that all defaults under the Additional Outstanding Executory Contracts must be cured and associated damages paid as set forth herein, and that Debtors'

 Omnibus 8.2(b) Objection as it relates to Fujikura's claim is overruled;
- (b) directing Debtors to cure the Additional Outstanding Executory Contracts by paying the amounts indicated herein with respect thereto;
- (c) directing Debtors to pay the amounts owed for the Additional Outstanding

 Executory Contracts in cash as soon as reasonably practicable after the Effective Date (as

 defined by the Plan), but in any event no later than 30 days after the Effective Date; and
 - (d) granting Fujikura such other relief as is appropriate.

Dated: May 21, 2008

Respectfully submitted,

SEYFARTH SHAW LLP

/s/ Robert W. Dremluk
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New York, New York 10018
212-218-5500
212-218-5526 (FAX)
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1.

-and-

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Attorneys for Fujikura America, Inc.

1.

CERTIFICATE OF SERVICE

I, Robert W. Dremluk, hereby certify that the foregoing was electronically filed using the Court's CM/ECF filing system, which will send notice of this filing pursuant to the Court's ECF system. Moreover, I further certify that a true and correct copy of the same was served by overnight mail to the parties identified below, on this 21st day of May, 2008.

Delphi Corp. 5725 Delphi Drive Troy, MI 48098 Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom LLP 333 West Wacker Drive Suite 2100 Chicago, IL 60606 Attn: John K. Lyons, Carl Tullson and Ron E. Meisler

Davis Polk & Wardwell 450 Lexington Avenue New York, NY 10017 Attn: Donald Bernstein and Brian Resnick

Latham & Watkins LLP 885 Third Avenue New York, NY 10022 Attn: Robert J. Rosenberg and Mark A. Broude

Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, NY 10004 Attn: Bonnie Steingart

Office of the U.S Trustee Southern District of New York 33 Whitehall Street Suite 2100 New York, NY 10004 Attn: Alicia M. Leonard The Honorable Robert D. Drain
United States Bankruptcy Judge
U.S. Bankruptcy Court for the Southern District of New York
One Bowling Green
Room 632
New York, NY 10004

/s/ Robert W. Dremluk
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Attorneys for Fujikura America, Inc.

EXHIBIT A

05-44481-rdd Doc 13635 Filed 05/21/08 Entered 05/21/08 12:46:47 Main Document Pg 13 of 23

DEC-14 2007 16:24

Fujikura America INC.

408 727 3415

P.016 Page + OL 1

Message

Fides Pacheco

Fides Pacheco [fides@fujikura.com]

From: Sent:

Wednesday, May 16, 2007 3:33 PM

To:

'Arambasich, Rob'

Subject:

FW: Delphi claimed that attached shipment was returned.

Importance: High

Rob.

Below is the feedback I got from my staff handling Delphi shipments.

I quote:

Fides,

I just reviewed the paperwork again, and saw the vendor as KRAH C/O IQS. I wonder if the products were made by Krah, that is why we don't have any record.

"ASN# QI120104" is for the shipment that Fujikura / IQS made on 12/1/04, but since this number was noted by handwriting, it is possible that it isn't a valid number.

I doubt this claim was not for FAI, but it was for Krah.

Please let me know if you have any comments.

Thank you,

Unquote:

Please verify and advise us if this return is not for FAI but for Krah.

FYi.

Fides N. Pacheco GM - Operations Group Tel No. 408 988 7467 Cell No. 408 529 4154 Fax No. 408 980 9750 Fides,

I just reviewed the paperwork again, and saw the vendor as KRAH C/O IQS. I wonder it the products were made by Krah, that is why we don't have any record.

'ASN# QI120104" is for the shipment that Fujikura / IQS made on 12/1/04, but since this number was noted by handwriting, it is possible that it isn't a valid number.

I doubt this claim was not for FAI, but it was for Krah.

Please let me know if you have any comments.

Thank you.

12/13/2007

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DEC-14 2007 16:24

Fujikura America INC.

408 727 3415

P.017

DELPHI ADMINISTRATION Fax:7164393845

Aug 19 2005 9:23 P. 03

Purchased Material Rejection Report

DMDD NO 388

Krah C/O IQS

F/I DEPT MATERIAL NO DATE RECEIVED (BEST

12/2/2004 RETURN

WINDET ADRESS

Kenmore

14217 NY 20000

TOTAL UNITS

52402974 MAYERIAL

Piece

DELPHI CONTACT/ PHONE:

L Stellrecht

1 716 4393386

Reason Rejected To be tested by IQS

PRELIMINARY

FINAL

FINAL PURCH

UNIT OF

RETURN TO VENDOR

SUM TOYAL 2880 UNIT OF Piece

COMMENTS & MOVEMENT INSTRUCTIONS:

Claim #82 / 3562 - To be tested by IQS and returned to Delphi T& (08/19/2005)

SAP Delivery Number

ZRET Number

5004070950 0183275081 Q I 120104

6005527338

62:21 2002 Z REW P.01

Fax:7164393735

RECEIVING BLD?

TOTAL P.017

EXHIBIT B

05-44481-rdd Doc 13635 Filed 05/21/08 Entered 05/21/08 12:46:47 Main Document Pq 16 of 23

DEC -14-2007 16:20

Fujikura America INC. INVOICE 408 727 3415

P.004

Invoice: Reprint

Page 1 of 1

Fujikura America, Inc.

Invoice No: 133167

Invoice Date: 9/13/2005

Order No: 38736-0

Order Date: 6/1/2005

Date Shipped: 9/13/2005

Carrier: DANZAS

Ship To : ELPASO

Freight:

FOB: FCA JAPAN

Cust PO No: 0550029000/HN02513 Sold To: 001715

DELPHI AUTOMOTIVE SYSTEMS - DO NOT

ACCOUNTS PAYABLE

200 UPPER MOUNTAIN ROAD

LOCKPORT, NY 14094

USA

32 CELERITY WAGON EL PASO, TX 79906

USA

CENTER

Contact: RICK LIRA Terms: NET 30 Tax: NOTAX

Item No / Description

Ordered

Shipped UOM Unit Price

DELPHI AUTOMOTIVE SYSTEMS

DELPHI HARRISON DISTRIBUTION

Ext Amount

52405740 REV04

6,528.0

6,528.0 EA

1.3200

\$8,616.96

RESISTOR ASM (329N)

Remit To FUJIKURA AMERICA INC WACHOVIA BANK N.A. PO BOX 930885

USA

ATLANTA GA 31193

Comments :

FAIPO# 55171, 26-DE029 BL# TYO039568 snipped on 8/5/05

Subtotal:

\$8,616 96 \$0.00

Tax: Freight:

\$0.00 \$0.00

Invoice Total:

\$8,616.96

Total Payments:

\$.00

Amount Due:

\$8,616.96

Beginning Payer Customer Code: 001715 Beginning Apply Date: 12:06/2005 TRX CONTROL NUMBER CURRENCY DESCRIPTION PAYER CUST CODE PAYER CUSTOMER NAME PYTRX0034957 USD DELPHI AUTOMOTIVE S DO NOT USE	YSTEN	. 1 1		Ending	Ending Payer Customer Code: 001715
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HOME / OPERATIONAL CURRENCY INFORMATION					Š
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001716	12/6/2005		\$0.00		
Document Control Number 120892380001715 Totals:					
Standard Payment		\$7,450.76	pe .		00.0\$
Nor-AR Payment		S	White-Off Discount Taken		\$6.00
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TOTAL NUMBER OF POSTED CASH RECEIPTS LISTED:	~				

DEC-14-2007 16:21

Fujikura America INC.

408 727 3415

P.009

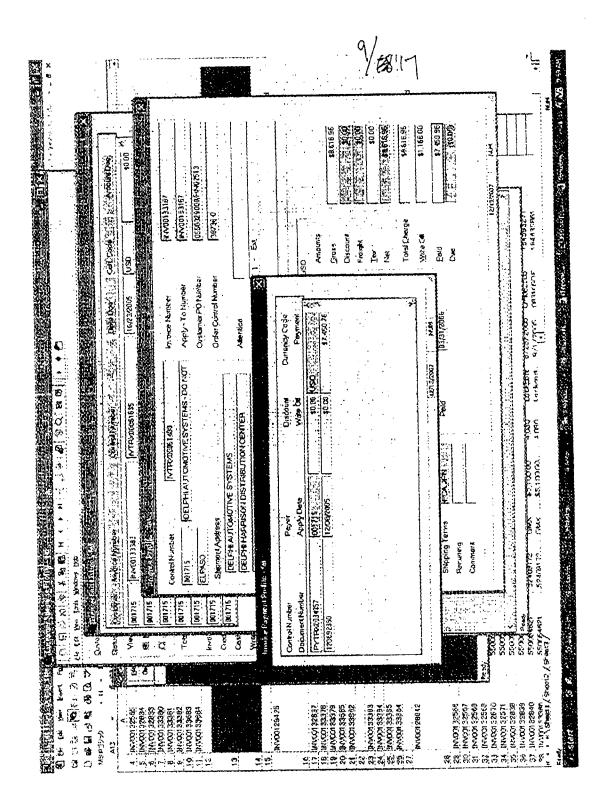


EXHIBIT C

Remarks as of 6-18-		ъ	70	submitted FAI	and POD
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	hii Receiving# 184519224 184584010 18459387 184633861 184674757 184738560 1847395302	N/A	185161428	58675352	84584009 84623956 84645169 84721019 185027454 18493270 184714648 184743385
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CA, INC	Shipped 8/11/2005 8/23/2005 8/24/2005 9/1/2005 9/20/2005 9/22/2005	8/5/2005	9/16/2005	4/22/2005	8/23/2005 8/29/2005 9/1/2005 9/16/2005 9/23/2005 9/15/2005 9/20/2005
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Comments	INVOD133164 was paid on 12/06/05 in the amount of \$7.450.76 Remaining halance of \$1.165.20 INVOD133941 was paid on 11/04/05 in the amount of \$8,616.96	
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EL Paso			Lockport	1 ocknort	Locknort	Today.	San Ant	Lockbort	Lockport	Lockport	San Ant	Lockport	Lockport	Lockport	San Ant	San Ant	ckport	Cockbort	Lockbor	Lockbort	Lockbort	Lockbort	Lockport	Lackbort	Lockport	Lockport	Lockport		Kansas City	Kansas City	Adrian		
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\$2,154.24			\$5 100 00	20,100,00	\$5,100.00 \$4,030.00	94,930.00	\$5,100.00	\$4,930.00	\$4,760.00	\$5,100.00	\$5,100.00	\$5,100.00	\$5,100.00	\$4,760.00	\$5,100.00	\$5,100,00	E4 030 00	34,330.00	\$5,100.00	\$5,100.00	\$5,100.00	\$5,100.00	\$4,760.00	\$5,100.00	\$5,100.00	\$5,100.00	\$5,100.00	\$20,047.50	\$3,341.25	\$6,682.50	\$3,341.25	\$2,341.23	:
GMX			XW		S C	SMX C	CMT	GMX	GMX	GMX	GMT	GMX	SMX	SMX GMX	CM	FM.	5 (Y NO	SWX C	GMX	Epsilon	Epsilon	Epsilon	Epsilon	Epsilon								
52409172			67400473	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52408172	27160470	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409172	52409877	52409877	52409877	52409877	52409877	
550069721			1000	550054621	550054621	550054621	550069721	550054621	550054621	550054621	550069721	550054621	550054621	550054521	550054021	330063121	2200084	550054621	550054621	550054621	550054621	550054621	550054621	550069721	550054621	550054621	550054621	550078028	550079157/550025742	550025742/550079157	550079361	550078028	
INV00128642				INV00132566	INV00132567	INV00132568	INV00132569	INV00132570	INVOOT32571	INV/00132838	INVOOT32839	INVOC132840	INVOC133386	11 VOC133300	INVOC133387	INVOCISASAS	INV00133661	INV00133659	INV00133660	INV00133662	INV00133679	INV00133680	INVO0133682	INVO0133944	1NVO0133863	1NV00133969	INVO0133949	0.0000000000000000000000000000000000000	1NV00133159	INV00133951	INV00133952	INV00133953	Unsecured Claim

Unpaid